

BullivantHouser|Bailey PC3980 Howard Hughes Pkwy., Suite. 550
Las Vegas, NV 89169
Telephone: (702) 650-6565
Facsimile: (702) 650-2995

Tyson M. Lomazow
Bar Code # TL 4989 (New York)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone No.: (212) 310-8000
Facsimile No.: (212) 310-8007
E-Mail: tyson.lomazow@weil.com

E-Filed: March 22, 2007

-and-

Peter C. Bernhard
Nevada State Bar No. 734
Georganne W. Bradley
Nevada State Bar No. 1105
BULLIVANT HOUSER BAILEY PC
3980 Howard Hughes Parkway, Suite 550
Las Vegas, Nevada 89169
Telephone No. (702) 650-6565
Facsimile No. (702) 650-2995
E-Mail: peter.bernhard@bullivant.com
E-Mail: georganne.bradley@bullivant.com

Counsel for Compass Financial Partners, LLC

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

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| In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor. | Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR |
| In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor. | Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR |
| In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor. | Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR |
| In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor. | DESIGNATION OF LOCAL COUNSEL AND CONSENT THERETO |
| In re: USA SECURITIES, LLC, Debtor. | |
| Affects: <input checked="" type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Securities, LLC <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA First Trust Deed Fund, LLC | Date: N/A Time: N/A |

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The undersigned, one of the attorneys of record for Compass Financial Partners LLC, has submitted to the Court a "Verified Petition for Permission to Practice in this Case Only." Not being admitted to the bar of this Court, and not maintaining an office in the District of Nevada for the practice of law, he believes it to be in the best interest of the client to designate Peter C. Bernhard (Nevada Bar No. 734) and Georganne W. Bradley (Nevada Bar No. 1105), attorneys at law, members of the State Bar of Nevada, and previously admitted to practice before the above-entitled Court, as local counsel in this action. The address of said designated Nevada Counsel is: Bullivant Houser Bailey PC, 3980 Howard Hughes Pkwy., Ste. 550, Las Vegas, Nevada 89169, Telephone: (702) 650-6565, Facsimile: (702) 650-2995.

By this designation, the undersigned attorney and party agree that all documents and papers issued out of this Court in the above-entitled case may be served on the designated local counsel. Further, said local counsel shall be responsible for providing copies of the same to the co-counsel. Further, this designation constitutes agreement and authorization by the undersigned for the designated local counsel to sign stipulations binding on all of us. The time for performing any act under applicable Rule shall run from the date of service on the local counsel.

Respectfully submitted this 21 day of March, 2007.

WEIL, GOTSHAL & MANGES LLP

By: 

Tyson M. Lomazow
 (NY Bar No. TL 4989)
 767 Fifth Avenue
 New York, NY 10153
 Telephone: (212) 310-8000

Counsel for Compass Financial Partners LLC

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CONSENT OF DESIGNATED NEVADA COUNSEL

The undersigned hereby consent to serve as Nevada counsel in this case and agrees that he/she/they is/are responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that he/she/they is/are responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

DATED this 22nd day of March, 2007.

BULLIVANT HOUSER BAILEY PC

By: Georganne W. Bradley
Peter C. Bernhard
(Nevada Bar No. 734)
Georganne W. Bradley
(Nevada Bar No. 1105)
3980 Howard Hughes Pkwy., Ste. 550
Las Vegas, NV 89169
Telephone: (702) 650-6565

Nevada Counsel for Compass Financial Partners, LLC

APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned party appoints Peter C. Bernhard and Georganne W. Bradley, and the law firm of Bullivant Houser Bailey PC, as its Designated Nevada Counsel in this case.

COMPASS FINANCIAL PARTNERS, LLC

By: David Blatt
David Blatt, Manager
333 7th Avenue, Third Floor
New York, NY 10001
Telephone: (212) 494-9087